

September 3, 1999

VIA HAND DELIVERY

Mary L. Cottrell, Secretary

Department of Telecommunications and Energy

One South Station

Boston, Massachusetts 02110

**RE: Application of The Connecticut Light and Power Company for
Findings Required Under PUHCA in Connection with Its Asset
Divestiture**

Dear Secretary Cottrell:

Enclosed for filing with the Department of Telecommunications and Energy ("Department") is an original and nine copies of the Petition of The Connecticut Light and Power Company ("CL&P") for findings required under Section 32(c) of the Public Utility Holding Company Act of 1935 ("PUHCA"), relating to the designation of assets to be sold by CL&P as "eligible facilities." As explained in the Petition, CL&P is required to obtain these findings from the Department although the assets being sold are solely CL&P's. The findings requested in the Petition are necessary to enable the purchasers of CL&P's assets to obtain status as Exempt Wholesale Generators ("EWGs") under PUHCA. The ability of the purchasers to obtain such status is a condition to the closing of the sale. The closing is expected to take place in mid-November 1999. CL&P therefore respectfully requests that the Department issue the necessary findings on an expedited basis without evidentiary hearings.

Included as an attachment to the Petition is the Joint Application of CL&P, WMECO, J. P. Morgan Securities, Inc, NRG Energy, Inc., and Northeast Generation Company to the Connecticut Department of Public Utility Control ("DPUC") for approval of the asset divestiture and for findings required under PUHCA for 'eligible facility' status ("DPUC Application"). CL&P will file with the Department the DPUC's decision on the DPUC Application, which the DPUC is scheduled to issue on September 15, 1999.

Please note that the Purchase and Sale Agreements with NRG Energy, Inc. and Northeast Generation Company for the sale of CL&P's fossil-fueled and hydroelectric assets, respectively, are included as exhibits to the DPUC Application. The DPUC accepted the Purchase and Sale Agreements for filing subject to a Protective Order, in recognition of their commercially sensitive nature. CL&P requests similar treatment by the Department for the Purchase and Sale Agreements filed herewith. As further explained in the attached motion, CL&P believes such treatment is appropriate for the reasons set forth in the Motion for Protective Order by J.P. Morgan Securities, Inc., which is currently pending before the Department in D.T.E. 99-74, *Western Massachusetts Electric Company--Sale of Generation Assets to Northeast Generation Company*.

Enclosed is a 3.5" diskette in IBM-compatible format and the \$100 filing fee.

Should you have questions in regard to this filing, please contact Stephen Klionsky (617/345-4778) or myself (860/665-5501). Thank you.

Very truly yours,

Cynthia Brodhead

Senior Counsel

Northeast Utilities Service Company

P.O. Box 270

Hartford, CT 06141-0271

Tel. 860/665-5501

Fascimile 860/665-5504

Enc.

cc: George Dean, Esq.

David O'Connor